

762-1273



VarTec Telecom, Inc.

September 27, 2001

VIA OVERNIGHT DELIVERY

Mr. Thomas Dorman

Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602

0505 0450

Re: Statement of Intent to Provide Competing
Local Exchange Service and Initial Tariff Filing

Dear Mr. Dorman:

Transmitted herewith on behalf of VarTec Telecom, Inc. ("VarTec") are an original and four additional copies of the Company's Statement of Intent to Provide Competing Local Exchange Service, as well as the Company's proposed initial KY P.S.C. Local Tariff No. 1 (attached hereto as Exhibit A). VarTec respectfully requests that the Commission approve the enclosed initial tariff and authorize VarTec to provide local exchange services.

Pursuant to the Commission's decision in Administrative Case No. 370, VarTec submits the following information in support of its initial offering of local exchange service in the Commonwealth of Kentucky:

1. The full name, address, telephone number and facsimile number of VarTec is as follows:

VarTec Telecom, Inc.
1600 Viceroy Drive
Dallas, Texas 75235
(214) 424-1000
(214) 424-1510 (facsimile)

2. VarTec is a privately held corporation organized under the laws of the State of Texas on February 27, 1989. VarTec has enclosed a copy of its Articles of Incorporation as Exhibit B. In addition, evidence of VarTec's authority to operate in the Commonwealth of Kentucky is attached hereto as Exhibit C.

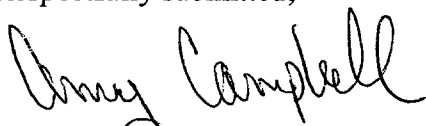
3. The name, address, telephone number and facsimile number of the responsible contact person for customer complaints and/or regulatory issues is as follows:

Kevin Allen
Manager, Regulatory Affairs
1600 Viceroy Drive
Dallas, Texas 75235
(214) 424-1513
(214) 424-1510 (facsimile)
kcallen@vartec.net

4. A notarized statement of Melissa A. Smith, Esq., Vice President of External Legal Affairs of VarTec, stating that VarTec has not provided or collected for local exchange telecommunications services in the Commonwealth of Kentucky is attached hereto as Exhibit D.
5. At this time, VarTec does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330. VarTec will comply with any applicable Commission mandates as set forth in Administrative Case No. 330 with regard to operator-assisted telecommunications services.

VarTec sincerely appreciates your time and attention to this matter. Acknowledgment and date of receipt of this filing are respectfully requested. Please date and file stamp the attached copy of this letter and return it in the pre-addressed, postage prepaid envelope provided. Please direct any questions regarding this filing to the undersigned directly at (214) 424-6609.

Respectfully submitted,



Amy Campbell
Regulatory Specialist

Enclosures

cc: Kevin Allen
Manager, Regulatory Affairs



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

VARTEC TELECOM, INC.
CHARTER NO. 1105487-00

ARTICLES OF INCORPORATION	FEBRUARY 27, 1989
CHANGE OF REGISTERED OFFICE AND/OR AGENT	DECEMBER 12, 1990
ASSUMED NAME CERTIFICATES (2)	JUNE 21, 1991
ARTICLES OF AMENDMENT	JULY 20, 1992
ARTICLES OF AMENDMENT	JANUARY 11, 1993
ASSUMED NAME CERTIFICATE	AUGUST 08, 1994
ARTICLES OF AMENDMENT	APRIL 20, 1995
ARTICLES OF AMENDMENT	JULY 13, 1995
ASSUMED NAME CERTIFICATE	OCTOBER 26, 1995

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 24, 1997.



Antonio O. Garza, Jr.
Secretary of State

MAC

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of the Corporation is Vartec National, Inc.

FILED
in the Office of the
Secretary of State of Texas

FEB 27 1989

ARTICLE TWO

The period of its duration is perpetual.

Corporations Section

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Two Million One Hundred Thousand (2,100,000) which shall be issued in the following classes:

- 1) 1,000,000 shares of Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act.
- 2) 1,000,000 shares of Class "B" Common shares which shall have no par value and no voting rights.
- 3) 100,000 shares of a Single Class of Preferred shares which shall have no par value, and shall have no voting rights, but shall participate in all dividends or other payments to shareholders prior to participation by any Common Shareholders.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of share consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

10103603949

ARTICLE SIX

The street address of its initial registered office is 1180 Whispering Oak, DeSoto, Tx 75115 and the name of its initial registered agent at such address is ALVIE JOE MITCHELL, JR.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who will serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

ALVIE JOE MITCHELL, JR.
1180 Whispering Oak
DeSoto, Tx 75115

ARTICLE EIGHT

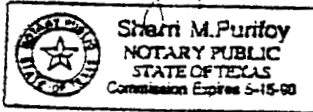
The name and address of the incorporator is: ALVIE JOE MITCHELL, JR., 1180 Whispering Oak, DeSoto, Tx 75115.

[Handwritten Signature]
ALVIE JOE MITCHELL, JR., INCORPORATOR

STATE OF TEXAS
COUNTY OF DALLAS

Before me, a notary public, on this day personally appeared ALVIE JOE MITCHELL, JR., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 24th day of February, 1989.



[Handwritten Signature]
NOTARY PUBLIC, STATE OF TEXAS

1990 / 12 / 12
FILED
In the Office of the
Secretary of State of Texas

DEC 12 1990

Corporations Section

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH
BY A TEXAS DOMESTIC CORPORATION

1. The name of the corporation is VARTEC NATIONAL, INC.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas before filing this statement is 1180 Whispering Oak,
Desoto, Texas 75115
3. The address, including street and number, to which its registered office is to be changed is c/o C T CORPORATION SYSTEM, 350 N. St. Paul Street,
Dallas, Texas 75201
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is Alvin Joe Mitchell, Jr.
5. The name of its new registered agent is C T CORPORATION SYSTEM
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by: (Check One)
 - A. The Board of Directors
 - B. An officer of the corporation so authorized by the Board of Directors.

Alvin Joe Mitchell, Jr.
An Authorized Officer
Alvin Joe Mitchell, Jr.
President

ASSUMED NAME CERTIFICATE
OF
VARTEC NATIONAL, INC.

FILED
In the Office of the
Secretary of State of Texas
JUN 21 1991
Corporations

STATE OF TEXAS

COUNTY OF DALLAS

I, A. JOE MITCHELL, JR. PRESIDENT of VARTEC NATIONAL, INC., a Texas corporation, for the purpose of complying with Section 36.11 of the Business and Commerce Code of the State of Texas, do hereby certify the following facts:

1. That the assumed name under which the corporation will conduct and transact business is VARTEC TELECOM of Dallas County, Texas.

2. That the true and full name of the corporation conducting or transacting the business is VARTEC NATIONAL, INC. and the charter number or certificate of authority number is 1105487.

3. The state, country, or other jurisdiction under the laws of which the corporation was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is C.T. Corporation System, 350 N. St. Paul, Dallas, Texas 75201. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.

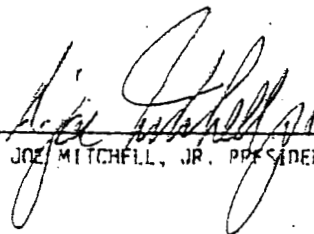
4. The corporation is required to maintain a registered office in Texas, and the address of the registered office is 350 N. St. Paul, Dallas, Texas, 75201 and the name of its registered agent at this address is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.

5. The corporation will use the assumed name from January 1, 1991, until Dec. 31, 2000.

6. The corporation VARTEC NATIONAL, INC., is transacting business under its assumed name in Dallas County Texas.

I have signed this certificate this 10th day of May

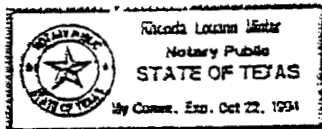
VARTEC NATIONAL, INC.


By: A. JOE MITCHELL, JR. PRESIDENT

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on May 10, 1991, by A. JOE MITCHELL, JR. of VARTEC NATIONAL, INC., a Texas corporation, on behalf of the corporation.




Notary Public, State of Texas

My Commission expires: Oct 22, 1994

ASSUMED NAME CERTIFICATE
OF
VARTEC NATIONAL, INC.

FILED
In the Office of the
Secretary of State of Texas
JUN 21 1991
Corporations Section

STATE OF TEXAS

COUNTY OF DALLAS

I, A. JOE MITCHELL, JR. PRESIDENT of VARTEC NATIONAL, INC., a Texas corporation, for the purpose of complying with Section 36.11 of the Business and Commerce Code of the State of Texas, do hereby certify the following facts:

1. That the assumed name under which the corporation will conduct and transact business is VARTEC TELECOM, INC. of Dallas County, Texas.

2. That the true and full name of the corporation conducting or transacting the business is VARTEC NATIONAL, INC. and the charter number or certificate of authority number is 1105487.

3. The state, country, or other jurisdiction under the laws of which the corporation was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is C.T. Corporation System, 350 N. St. Paul, Dallas, Texas 75201. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.

4. The corporation is required to maintain a registered office in Texas, and the address of the registered office is 350 N. St. Paul, Dallas, Texas, 75201 and the name of its registered agent at this address is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.

5. The corporation will use the assumed name from January 1, 1991, until Dec. 31, 2000.

6. The corporation VARTEC NATIONAL, INC., is transacting business under its assumed name in Dallas County Texas.

I have signed this certificate this 10th day of May.

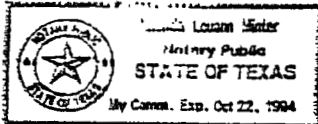
VARTEC NATIONAL, INC.

A. Joe Mitchell, Jr.
By: A. JOE MITCHELL, JR. PRESIDENT

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on May 10, 1991, by A. JOE MITCHELL, JR. of VARTEC NATIONAL, INC., a Texas Corporation, on behalf of the corporation.



Rhonda LouAnn Minter
Notary Public, State of Texas

My Commission expires: Oct. 22, 1994

FILED
In the Office of the
Secretary of State of Texas

JUL 20 1992

Corporations Section

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is VarTec National, Inc.

ARTICLE TWO

The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on July 14, 1992. RESOLVED, that the corporation hereby changes its corporate name from VarTec National, Inc. to VarTec Telecom, Inc.

The amendment alters Article One of the original articles of incorporation and the full text of the provision altered is now as follows:

The name of the corporation is VarTec Telecom, Inc.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated 7/14, 1992.

VarTec National, Inc.

By A. Joe Mitchell, Jr.
A. Joe Mitchell, Jr., President
Its Authorized Officer

VarTec National, Inc.
5112 W. Northwest Blvd.
Lawrence, Texas 75044
(214) 246-1200
(214) 246-1201

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION



Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FILED
In the Office of the
Secretary of State of Texas

ARTICLE ONE

The name of the corporation is VarTec Telecom, Inc.

JAN 11 1993

ARTICLE TWO

Corporations Section

The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on December 31, 1992.

BE IT RESOLVED, that the corporation hereby changes its aggregate number of authorized shares from Two Million One Hundred Thousand (2,100,000) to One Thousand (1,000).

BE IT FURTHER RESOLVED, the corporation hereby deletes the entire 1,000,000 shares of Class "B" Common shares and the 100,000 shares of a Single Class of Preferred shares, while reducing the total number of authorized Class "A" Common shares from 1,000,000 to 1,000, thereby amending Article Four of the corporation's Articles of Incorporation dated February 27, 1989, in order to reflect this alteration.

The amendment alters Article Four of the original articles of incorporation and the full text of the provision altered is now as follows:

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000). The shares shall be issued as Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated January 8, 1993.

VarTec Telecom, Inc.

By A. Joe Mitchell, Jr.
A. Joe Mitchell, Jr., President
Its Authorized Officer

VarTec Telecom
1370 W. Highway 280, Suite 200
Lawrence, Texas 75404
(214) 250-7200
(214) 250-7204 Fax



ASSUMED NAME CERTIFICATE

OFFICE OF THE SECRETARY OF STATE

AUG 08 1994

- The name of the corporation, limited liability company, limited partnership, ~~or registered limited liability partnership~~ as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is VarTec Telecom, Inc.
- The assumed name under which the business or professional service is or is to be conducted or rendered is D.S. Republic Communications
- The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 1700 W. Pleasant Run Rd., Lancaster, TX 75146
- The period, not to exceed 10 years, during which the assumed name will be used is ^{8-1-94 to} 7-31-2003.
- The entity is a (circle one) business corporation, non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or other association (specify) _____
- If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 N. St. Paul, Dallas, TX 75201 and the name of its registered agent at such address is C.T. Corporation System. The address of the principal office (if not the same as the registered office) is 1200 W. Pleasant Run Rd., Lancaster, TX 75146
- If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is _____ and the office address elsewhere is _____
- The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL

(Certificate must be executed and notarized on the back of this form.)

A. Joe Mitchell, Jr., President

A. Joe Mitchell, Jr.
Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity

Before me on this 5th day of August, 1996, personally appeared
A. Joe Mitchell, Jr. and acknowledged to me that he
executed the foregoing certificate for the purposes therein expressed.

(Notary Seal)

[Signature]
Notary Public, State of Texas

INSTRUCTIONS FOR FILING ASSUMED NAME CERTIFICATE

1. A corporation, limited liability company, limited partnership or registered limited liability partnership, which regularly conducts business or renders a professional service in this state under a name other than the name contained in its articles of incorporation, articles of organization, certificate of limited partnership or application, must file an assumed name certificate with the secretary of state and with the appropriate county clerk in accordance with section 36.11 of the Texas Business and Commerce Code.
2. The information provided in paragraph 6 as regards the registered agent and registered office address in Texas must match the information on file in this office. To verify the information on file with this office, you may contact our corporate information unit at (512) 463-5555. Forms to change the registered agent/office are available from this office should you require to update this information.
3. A certificate executed and acknowledged by an attorney-in-fact shall include a statement that the attorney-in-fact has been duly authorized in writing by his principal to execute and acknowledge the same.
4. For purposes of filing with the secretary of state, the assumed name registrant should submit an originally executed assumed name certificate accompanied by the filing fee of \$25 to the Secretary of State, Statutory Filings Division, Corporations Section, P.O. Box 13697, Austin, Texas 78711-3697. The phone number is (512) 463-5582, TDD: (800) 735-2989, FAX: (512) 463-5709.
5. All assumed name certificates to be filed with the county clerk must be forwarded directly to the appropriate county clerk by the assumed name registrant.
6. Whenever an event occurs that causes the information in the assumed name certificate to become materially misleading (eg. change of registered agent/office or a change of name), a new certificate must be filed within 60 days after the occurrence of the events which necessitate the filing.
7. A registrant that ceases to transact business or render professional services under an assumed name for which a certificate has been filed may file an abandonment of use pursuant to the Texas Business and Commerce Code, §36.14. Forms for this purpose are available from this office.

10193/10/19

FILED
in the Office of the
Secretary of State of Texas

APR 20 1995

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is VarTec Telecom, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on March 31, 1995.

BE IT RESOLVED, that VarTec Telecom, Inc. hereby changes its aggregate number of authorized shares from one thousand (1,000) to ten million (10,000,000). The ten million (10,000,000) shares shall be issued as Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act. Each previously authorized share shall be exchanged and split into ten thousand (10,000) shares.

BE IT FURTHER RESOLVED, that Article Four of the Corporation's Articles of Incorporation dated February 27, 1989 (as amended) shall be further amended to reflect this alteration.

The amendment alters Article Four of the Corporation's Articles of Incorporation and the full text of the provision altered is now as follows:

The aggregate number of shares which the Corporation shall have authority to issue is ten million (10,000,000). The ten million (10,000,000) shares shall be issued as Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 980; and the number of shares entitled to vote thereon was 980.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated April 7, 1995.

VarTec Telecom, Inc.
By A. Joe Mitchell, Jr. President
Its Authorized Officer

FILED
In the Office of the
Secretary of State of Texas

JUL 13 1995

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is Vartec Telecom, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on May 31, 1995.

BE IT RESOLVED, that Vartec Telecom, Inc. hereby changes its aggregate number of authorized shares from ten million (10,000,000) shares previously authorized to be issued as Class "A" Common shares with no par value to ten million (10,000,000) shares authorized to be issued as Class "A" Common shares each with a par value of one cent (\$0.01) and which shall have full rights as provided by the Texas Business Corporation Act. The present holder of one (1) share of no par value stock may exchange the share for one (1) share of one cent (\$0.01) par value stock. This change does not affect stated capital of the Corporation.

BE IT FURTHER RESOLVED, that Article Four of the Corporation's Articles of Incorporation dated February 27, 1989, as amended, shall be further amended to reflect this alteration.

The amendment alters Article Four of the Corporation's Articles of Incorporation and the full text of the provision altered is now as follows:

The aggregate number of shares which the Corporation shall have authority to issue is ten million (10,000,000). The ten million (10,000,000) shares shall be issued as Class "A" Common shares each with a par value of one cent (\$0.01) and which shall have full rights as provided by the Texas Business Corporation Act.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 980; and the number of shares entitled to vote thereon was 980.

Page 1 of 2

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ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated July 10, 1995.

Vartec Telecom, Inc.

By A. Joe Mitchell, Jr.
A. Joe Mitchell, Jr., President
Its Authorized Officer

100075011

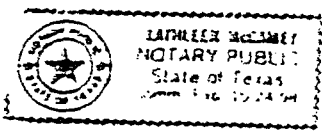
FILED
In the Office of the
Secretary of State of Texas
09 29 1995
Corporations Section

ASSUMED NAME CERTIFICATE
FOR AN INCORPORATED BUSINESS OR PROFESSION

1. The assumed name under which the business or professional service is or is to be conducted or rendered is Clear Choice Communications.
2. The name of the incorporated business or profession as stated in its articles of incorporation or comparable document is VarTec Telecom, Inc.
3. The state, country, or other jurisdiction under the laws of which it was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is 3200 W. Pleasant Run Rd., Lancaster, TX 75146.
4. The period, not to exceed ten years, during which the assumed name will be used is 9-18-1995 to 9-18-2004
5. The corporation is a business corporation.
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 N. St. Paul, Dallas, TX 75201 and the name of the registered agent is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, TX 75146.
7. If the corporation is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N/A and the office address elsewhere is N/A
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are ALL.

[Signature]
A. Joe Mitchell, Jr., President
VarTec Telecom, Inc.

Before me on this 17th day of October, 1995, personally appeared A. Joe Mitchell, Jr. and acknowledged to me that he executed the foregoing certificate for the purposes therein expressed



[Signature]
Kathleen McCamey
Notary Public, Dallas County, Texas



The State of Texas

Secretary of State

DEC. 1, 1997

VARTEC TELECOM - STAN GEURIN
3200 W. PLEASANT RUN ROAD
LANCASTER ,TX 75146

RE:
VARTEC TELECOM, INC.
CHARTER NUMBER 01105487-00

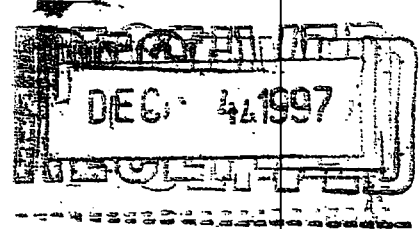
ASSUMED NAME:
TELEPHONE EXPRESS

FILE DATE: NOV. 20, 1997

DEAR SIR OR MADAM,

THE ASSUMED NAME CERTIFICATE FOR THE ABOVE REFERENCED INCORPORATED BUSINESS OR PROFESSION HAS BEEN FILED IN THIS OFFICE. THIS LETTER MAY BE USED AS EVIDENCE OF THE FILING.

IN ADDITION TO FILING WITH THE SECRETARY OF STATE, CHAPTER 36 OF THE TEXAS BUSINESS AND COMMERCE CODE REQUIRES FILING OF THE ASSUMED NAME CERTIFICATE WITH THE COUNTY CLERK IN THE COUNTIES IN WHICH THE REGISTERED OFFICE AND THE PRINCIPAL OFFICE OF THE CORPORATION ARE LOCATED.



VERY TRULY YOURS,



Signature

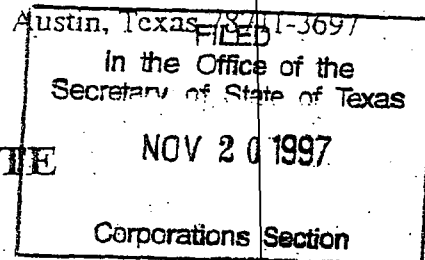
Antonio O. Garza, Jr., Secretary of State

Office of the
Secretary of State



Corporations Section

P.O. Box 13697



ASSUMED NAME CERTIFICATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application for certificate of authority or comparable document is varTec Telecom, Inc.

2. The assumed name under which the business or professional service is or is to be conducted or rendered is Telephone Express

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is Attention: Legal Department
3200 West Pleasant Run Road, Lancaster, Texas 75146

4. The period, not to exceed 10 years, during which the assumed name will be used is November 17, 1997 to November 17, 2007

5. The entity is a (circle one):

- Business Corporation
- Non-Profit Corporation
- Professional Corporation
- Professional Association
- Limited Liability Company
- Limited Partnership
- Registered Limited Liability Partnership

If the entity is some other type of incorporated business, professional or other association, please specify below:

N.A.

6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 North St. Paul, Dallas, Texas 75201
and the name of its registered agent at such address is C.T. Corporation System
The address of the principal office (if not the same as the registered office) is 3200 West Pleasant Run Road, Lancaster, Texas 75146

7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N.A.
and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N.A.
and the office address elsewhere is N.A.

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"):
All

Michael G Hoffman
Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity
Michael G. Hoffman, ^{Assistant} Secretary

State of TEXAS

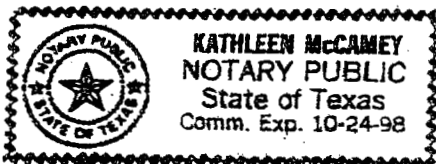
County of DALLAS

Before me, the undersigned authority, on this day personally appeared Michael G. Hoffman,

known to me to be the person who signed the foregoing instrument, and acknowledged to me that he executed the instrument for the purposes therein expressed.

Given under my hand and seal of office on this 17th day of November 1997

(Notary Seal)



Kathleen McCamey
Notary Public



The State of Texas

Secretary of State

SEP. 5, 1997

KATHLEEN MCCAMEY, VARTEC TELECOM, INC.
3200 W. PLEASANT RUN ROAD
LANCASTER TX 75146

RE:
VARTEC TELECOM, INC.

CHARTER NUMBER 01105487-00

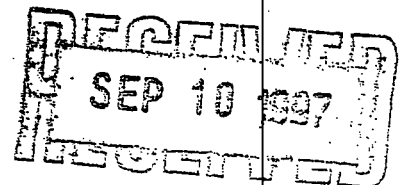
ASSUMED NAME:
U.S. REPUBLIC COMMUNICATIONS

FILE DATE: AUG. 28, 1997

DEAR SIR OR MADAM,

THE ABANDONMENT OF ASSUMED NAME CERTIFICATE FOR THE ABOVE
CAPTIONED INCORPORATED BUSINESS OR PROFESSION HAS BEEN FILED IN THIS
OFFICE. THIS LETTER MAY BE USED AS EVIDENCE OF FILING IN THIS OFFICE.

VERY TRULY YOURS,



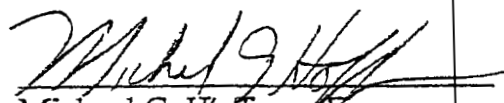
Antonio O. Garza, Jr.

Antonio O. Garza, Jr., Secretary of State


STATEMENT OF ABANDONMENT OF
ASSUMED NAME

FILED
In the Office of the
Secretary of State of Texas
AUG 28 1997
Corporations Section

1. The name of the corporation as stated in its articles of incorporation is VarTec Telecom, Inc., and the charter number is 1105487.00.
2. The assumed name being abandoned is U.S. Republic Communications.
3. The date on which the assumed name certificate was filed in the office of the Secretary of State is August 8, 1994; an assumed name certificate has also been filed in the county clerk's office in the following county: Dallas County.
4. If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 N. St. Paul, Dallas, TX 75201, and the name of its registered agent at such address is C.T. Corporation System.


Michael G. Hoffman, Esq.
Assistant Secretary

Before me on this 15 day of August, 1997, personally appeared Michael G. Hoffman, Esq. And acknowledged to me that he executed the foregoing certificate for the purposes therein expressed.


STEPHEN JACKSON
NOTARY PUBLIC
State of Texas
Comm. Exp. 10-24-99

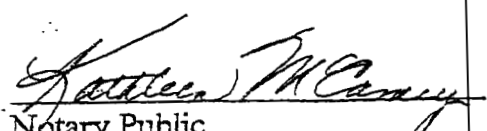

Kathleen McCamy
Notary Public

EXHIBIT C

Secretary of State Authority



OFFICE OF THE SECRETARY OF STATE
BREMER EHRLER, SECRETARY OF STATE

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

VarTec National, Inc.

Pursuant to the provisions of the Kentucky Revised Statutes Chapters 271B or 273 the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Kentucky and for that purpose submits the following statement:

First: A Certificate of Authority was issued to the above corporation by the Secretary of State of Kentucky on May 20, 19 92,

authorizing said corporation to transact business in the state of Kentucky under the name of VarTec National, Inc.

Second: The corporation's name in its state of incorporation has been amended to VarTec Telecom, Inc.

Third: The name to be used hereafter in the state of Kentucky (if real name is unavailable) is N/A

Fourth: The corporation's period of duration has been changed as follows N/A

Fifth: The corporation's state or country of incorporation has been changed as follows N/A

Sixth: This application is accompanied by a certificate of existence (or document or similar import) duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 29, 19 92

RECEIVED & FILED

CR 1400

AUG 3 10 36 AM '92

SECRETARY OF STATE

COURT HOUSE

BY *Sandra Perry*

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

VarTec National, Inc.

Name of the Corporation

By


Signature of Corporate Officer

President

Title of Corporate Officer

INSTRUCTIONS

1. Please submit one originally signed and two (2) exact or conformed copies of application (may be photocopies). Application must be signed by a corporate officer, or chairman of the corporation's board of directors. Two file stamped copies will be returned to you as evidence of filing. One file stamped copy shall then be filed with county clerk of county in which the corporation's registered office is situated. Second file stamped copy shall be retained by corporation. Such file stamped copy shall serve as amended certificate of authority.
2. Use exact corporate name of corporation making the application. For stock corporations name used in Kentucky must contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof. For non-stock corporations, the corporate name shall include the word "corporation" or "incorporated" or the abbreviation "inc.", or the word "company" or the abbreviation "Co.", but if the word "company" or the abbreviation "Co." is used, it may not be immediately preceded by the word "and" or the abbreviation "&."
3. Please make check payable to the "Kentucky State Treasurer" for the filing fee of: (1) \$40.00 for stock corporations and (2) \$8.00 for non-stock corporations, and mail with application to Secretary of State, P. O. Box 718, Frankfort, KY 40602-0718. For information call 502 564-2848.
4. Duly authenticated certificate of existence (or document of similar import) must accompany this application.
5. If a corporation's real name is unavailable for use in Kentucky, it must adopt a fictitious name for use in this state. A resolution of its board of directors, certified by its secretary, adopting the fictitious name must accompany this application.

EXHIBIT D

Notarized Statement of Melissa A. Smith, Esq.


BEFORE THE KENTUCKY PUBLIC SERVICE COMMISSION

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

VERIFICATION

I, Melissa A. Smith, Esq., of lawful age, being first duly sworn, depose and say as follows:

- 1) I am Vice President of External Legal Affairs for VarTec Telecom, Inc. and have caused to be provided to the Kentucky Public Service Commission, the Statement of Initial Operations and proposed initial tariff provided herein as required by the Commission.
- 2) That, VarTec has not provided or collected for intrastate local exchange telecommunications services in the Commonwealth of Kentucky prior to the filing of its proposed initial tariff.
- 3) Further the affiant sayeth not.



Melissa A. Smith, Esq.
Vice President, External Legal Affairs
VarTec Telecom, Inc.

September 27, 2001
Date

Sworn to and subscribed to before me this 27th day of SEPTEMBER, 2001.


Notary Public

My Commission Expires: 2/16/03

